THE STRANGEST SUPER-HEROES OF ALL!

1 SEPT. IND.

APPROVED BY THE COMICS CODE AUTHORITY

the X-MEN

IN THE SENSATIONAL FANTASTIC FOUR STYLE!

DON'T MISS THIS FABULOUS FIRST ISSUE!

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X-MEN VERSUS MAGNETO EARTH'S MOST POWERFUL SUPER VILLAIN!!

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IN THE MAIN STUDY OF AN EXCLUSIVE PRIVATE SCHOOL IN NEW YORK'S WESTCHESTER COUNTY, A STRANGE SILENT MAN SITS MOTIONLESS, BROODING...ALONE WITH HIS INDESCRIBABLE THOUGHTS...

FINALLY, HIS MEDITATION COMES TO AN END! THEN, WHILE HE REMAINS COMPLETELY MOTIONLESS, A SHARP, COMMANDING ***THOUGHT*** RINGS OUT, ECHOING THROUGH THE GREAT HALLS OF THE BUILDING!

ATTENTION, ***X-MEN!*** THIS IS ***PROFESSOR XAVIER*** CALLING! REPEAT: THIS IS ***PROFESSOR X*** CALLING!

YOU ARE ORDERED TO APPEAR AT ONCE! ***CLASS IS NOW IN SESSION!*** TARDINESS WILL BE PUNISHED!

NEVER, WITHIN THE MEMORY OF MAN, WAS THERE A "CLASS" SUCH AS THIS! NEVER WAS THERE A "TEACHER" SUCH AS ***PROFESSOR X!*** AND NEVER WERE THERE "STUDENTS" SUCH AS THE...

"X-MEN"

CYCLOPS PRESENT AND ACCOUNTED FOR, SIR!

THE ANGEL REPORTING, SIR!

ICEMAN RIGHT ON SCHEDULE, SIR!

THE BEAST IS HERE, SIR!

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X-401

AND NOW, PREPARE YOURSELF FOR ONE OF THE MOST EXCITING READING EXPERIENCES OF YOUR LIFE! FOR YOU ARE ABOUT TO ENTER THE FASCINATING, UNPREDICTABLE WORLD OF...***THE X-MEN!***

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C'MON, ANGEL, LET'S TILT THE PROFESSOR'S CHAIR BACK AND MAKE HIM MORE COMFORTABLE!

WITH PLEASURE, CYCLOPS, OLD MAN! WE WANT THE PROFESSOR COMFORTABLE WHILE HE PUTS US THROUGH OUR PACES!

HEY, BEAST, COME HERE! I WANNA SHOW YOU A NEW STUNT I LEARNED WITH MY FROSTING POWER!

LEGGO MY ARM, YOU BLASTED WALKING ICICLE! YOU WANT ME TO FREEZE TO DEATH ??!

BRRR! I DON'T MIND ICE CUBES, BUT I LIKE 'EM IN A COKE, NOT TICKLIN' MY ARM!

HA! WITH ALL YOUR SUPER-POWERS, YOU GUYS ARE JUST A BUNCH OF SOFTIES! CAN'T EVEN STAND A REFRESHIN' DOSE OF FREEZIN' ICE CUBES!

SOFTIES, ARE WE?? JUST WAIT'LL MY ARM THAWS OUT! I'LL MAKE YOU EAT THOSE WORDS, LITTLE FELLA!

HOLD IT, LADS! NO FIGHTING DURING CLASS, REMEMBER?

YEAH? YOU AND WHAT OTHER ARMY?

THANK YOU, ANGEL! AND NOW, IT IS TIME TO BEGIN YOUR LESSONS! THE BEAST WILL BE FIRST! PREPARE TO OPERATE HIS TRAINING MACHINE, CYCLOPS!

YES, SIR, PROFESSOR! EVERYTHING IS READY!

ALLOW ME TO CONGRATULATE ALL OF YOU! YOU ARE RECEIVING MY THOUGHTS PERFECTLY! SOON, THERE WILL BE NO NEED FOR ME TO SPEAK ALOUD TO YOU AT ALL!

AND NOW, BEAST... GRAB THE TAUT WIRE ABOVE YOU WITH YOUR TOES! YOU HAVE EXACTLY A SECOND AND A HALF! GO!

I CAN DO THIS IN MY SLEEP BY NOW!

EXCELLENT! NOW SPIN AROUND! FASTER! FASTER! PRETEND AN ENEMY IS SHOOTING AT YOU! YOU MUST MAKE YOURSELF AN IMPOSSIBLE TARGET!

AND NOW, AT MY COMMAND, RELEASE YOURSELF FROM THE TAUT WIRE AND EXECUTE MANEUVER "G"! YOU HAVE EXACTLY THREE SECONDS!

GO!

THREE SECONDS EXACTLY! WELL DONE, BEAST!

NOW FOR YOUR BALANCE DRILL! STEADY... STEADY! SLACKEN THE TENSION, CYCLOPS!

GOOD!! NOW, AS THE ROD BEGINS TO SAG, MAINTAIN YOUR BALANCE... ON ONE FINGER! HOLD IT! HOLD IT!

TOO FAST! YOU'RE SWAYING TOO MUCH! RECOVER... QUICKLY! NOW LAND ON YOUR FEET BEFORE THE ROD SNAPS BACK! CAREFUL... CAREFUL...

WHEW... HOW'D I DO, SIR?

YOU'LL RECEIVE YOUR GRADE TOMORROW! ALL RIGHT, ANGEL... IT'S YOUR TURN!

ARE YOU RECEIVING MY THOUGHT CLEARLY? GOOD! NOW, BE SHARP... TODAY WE TEST YOUR WING REFLEX! YOU DARE NOT MAKE A MISTAKE!

MISTAKES ARE FOR HOMO SAPIENS, SIR... NOT THE ANGEL!

DON'T BE OVERCONFIDENT, ANGEL! YOU ALMOST SINGED YOUR WING ON THAT UNEXPECTED FLAME JET!

SSSSS!

YOU'RE RIGHT, SIR! I'LL DO BETTER NEXT TIME!

GOOD! YOU AVOIDED THE SECOND OBSTACLE WITH SECONDS TO SPARE!

KLACK!

AHHH! **NOW** I'M GETTING WARMED UP!

FIRST TIME I EVER FLEW THE SPANNER WITHOUT A SLIP!

WHA... WHAT'S ***THIS ??***

I ***WARNED*** YOU AGAINST OVER-CONFIDENCE! THIS SUDDEN SOUND CONCUSSION IS TO TEST YOUR SURVIVAL ABILITY! YOU MUST NOT FALL TO THE GROUND!

HOLD ON, ANGEL! FLAP YOUR WINGS! KEEP FLAPPING... DON'T STOP! YOU CAN DO IT, BOY! YOU MUSTN'T FALL!

THAT WAS A CLOSE ONE, SIR! BUT I THINK I'M ALL RIGHT NOW!

YES! YOU'RE BEGINNING TO MASTER THE ***HOVERING*** MANEUVER... IT MAY SOME DAY SAVE YOUR LIFE! THAT WILL BE ALL NOW!

PROFESSOR, WHEN ARE YOU GONNA STOP TAKING IT *EASY* WITH ME, JUST BECAUSE I'M A COUPLE YEARS YOUNGER THAN THE OTHERS?? HOW AM I *EVER* GONNA GRADUATE AT *THIS* RATE?

SOME THINGS CANNOT BE RUSHED, *ICEMAN!* YOU MAY HAVE FIVE MINUTES OF FREE PLAY, DOING WHAT YOU WISH!

WELL, IF HE'S GONNA TREAT ME LIKE A KID, I'LL *ACT* LIKE A KID! I'LL NEED A CARROT, AND SOME BUTTONS!

AT LEAST I'LL GET A FEW *LAUGHS* OUT OF THIS!

ICEMAN FORGETS I CAN READ HIS THOUGHTS CLEARLY! *BEAST,* STAND READY! WE WILL TEST HIS REFLEXES WITHIN TEN SECONDS!

TA TA TA TAAAA! LOOK AT *ME*... I'M A *SNOWMAN!*

I'M GONNA GO STAND ON SOMEONE'S *LAWN* IF I DON'T GET SOMETHING TO *DO* AROUND HERE PRETTY SOON!

HE IS COMPLETELY OFF-GUARD! *NOW,* BEAST! HURL THAT BALL!

WATCH YOURSELF, ICEMAN! THIS THING IS NO *SOAP BUBBLE!*

HOT DIGGITY! A TEST FOR *ME* AT LAST! OKAY, I'LL JUST FORM A LITTLE ICE SHIELD OUT OF MY FROZEN BREATH, AND THEN...

RIGHT *BACK* AT YOU, PARTNER!

GOOD WORK, ICEMAN! YOUR REFLEXES ARE *ASTONISH-ING* FOR A SIXTEEN YEAR OLD!

RIGHT IN THE OL' POCKET, KID! HEY, MAYBE WE'LL CHALLENGE THE HARLEM GLOBE-TROTTERS SOME DAY, EH?

SILENCE, BEAST! THE LESSON IS NOT YET OVER! ***CYCLOPS*** IS STILL TO BE TESTED!

LOOK, YOU TWO CLOWNS... BE MORE ***CAREFUL*** NEXT TIME! THAT BOWLING BALL JUST MISSED THE PROFESSOR BY A ***WHISKER!*** THAT KIND OF HORSEPLAY ISN'T ***FUNNY!***

QUIT GRANDSTANDIN', ***CYCLOPS!*** ***WE*** KNOW WHAT WE WERE DOIN'! AND THE PROF KNOWS WE DON'T WANT HIM TO GET HURT ANY MORE THAN ***YOU*** DO!

CYCLOPS! ***ATTENTION!!*** THIS IS YOUR TEST! ASSUME ***THE BEAST*** AND ***ICEMAN*** ARE YOUR ENEMIES! PUT THEM OUT OF ACTION, WITHOUT CAUSING SERIOUS INJURY!

AS YOU SAY, SIR!

SLOWLY, SILENTLY, CYCLOPS ADJUSTS THE SMALL LEVER AT THE SIDE OF HIS HEAD-SHIELD! AND, AS HE DOES SO, HIS EYE VISOR OPENS WIDER AND WIDER ... UNTIL ...

YOU'RE THE OLDEST, BEAST, SO YOU'RE FIRST!

YEOW!

HEY, TURN DOWN THAT BLASTED VISOR OF YOURS, WILLYA ??! YOU ALMOST KNOCKED ME CLEAN THROUGH THE ***WALL!!***

SORRY, BEAST! I JUST WANTED TO SHOW THE PROFESSOR WHAT I CAN DO!

AND NOW FOR THE ***ICEMAN!*** YOU'RE WASTING YOUR TIME, JUNIOR... THAT ICE-CUBE SHIELD CAN'T BLOCK OUT MY ENERGY RAY!

MAYBE NOT, BUT IT'LL SURE SLOW IT DOWN A LOT!

HEY!! THAT'S NOT FAIR! YOU'RE OPENIN' THAT COTTON-PICKIN' VISOR OF YOURS WIDER!

ICEMAN, FOR THE KIND OF CAREER WE'RE TRAINING FOR, THERE'S NO SUCH WORD AS "FAIR"!

NOW PROTECT YOURSELF! MY ENERGY BEAM IS SMASHING THROUGH!

THIS IS ONE DAY I SHOULDA STOOD IN BED!

OKAY... TURN THAT BLAMED BEAM OFF, WILLYA?

WHUP!

ANGEL! BEAST! JOIN ICEMAN! TRY TO SUBDUE CYCLOPS!

THANKS, PROF! I COULD USE A LITTLE HELP!

IT IS NOT FOR YOUR SAKE ALONE, LAD! A FEW MINUTES OF ROUGH-HOUSE IS GOOD FOR ALL OF YOU...TO HELP YOU LET OFF STEAM!

THEN, SUDDENLY, MINUTES LATER, A SHARP COMMANDING THOUGHT PIERCES THE BRAIN OF EACH OF THE FOUR RAMPAGING YOUTHS...

ENOUGH! THE LESSON IS OVER! WE MUST TURN OUR ENERGIES TO DIFFERENT MATTERS! RETURN TO YOUR PLACES... AT ONCE!!

STUNNED BY THE FORCE AND EXPLOSIVE POWER OF PROFESSOR XAVIER'S MENTAL COMMAND, THE X-MEN RECOIL AND DRAW BACK, THEIR FRIENDLY FREE-FOR-ALL COMPLETELY FORGOTTEN!

WHEW! HE ALMOST BOWLED ME OVER WITH THAT ONE!

LET'S SIMMER DOWN AND SEE WHAT HAPPENS NEXT!

I CONGRATULATE YOU ALL! YOU HAVE MASTERED READING MY THOUGHTS PERFECTLY! AND NOW I SHALL RETURN TO NORMAL SPEECH COMMUNICATION!

YOU MAY BE INTERESTED TO LEARN THAT AT THIS VERY MOMENT I SENSE A TAXI APPROACHING OUR MAIN GATE! WITHIN THAT VEHICLE IS A NEW PUPIL...A MOST ATTRACTIVE YOUNG LADY!

YOU'RE RIGHT, SIR! WOW! SHE'S A REAL LIVING DOLL!

A REDHEAD! LOOK AT THAT FACE...AND THE REST OF HER!

ALL OF A SUDDEN, I'M IN NO HURRY TO GRADUATE FROM THIS PLACE!

A GIRL...BIG DEAL! I'M GLAD I'M NOT A WOLF LIKE YOU GUYS!

I'M GLAD, TOO! WHO NEEDS THE EXTRA COMPETITION FROM ICEMAN?!

I WONDER WHAT SUPER-HUMAN POWERS SHE POSSESSES! SHE LOOKS NORMAL ENOUGH!

WELL, LET'S GO IN AND CHANGE, SO WE DON'T SCARE HER WHEN SHE FIRST SEES US!

COME IN, MY CHILD! I AM PROFESSOR XAVIER! I AM GLAD YOU RECEIVED MY MESSAGE!

IT ALL SEEMED SO STRANGE, PROFESSOR, AND SO... MYSTERIOUS! I WAS TO TELL NO ONE BUT MY PARENTS THAT I'M COMING HERE... AND YOU DIDN'T DESCRIBE THE COURSE OF STUDY!

WHAT KIND OF SCHOOL IS THIS, SIR? I HAVE A RIGHT TO KNOW!

I THINK YOU ALREADY SUSPECT, MISS GREY! YOU SEE, I CAN READ YOUR THOUGHTS QUITE CLEARLY... AND I KNOW ALL ABOUT YOUR UNUSUAL "TALENT"!

YOU, MISS GREY, LIKE THE OTHER FOUR STUDENTS AT THIS MOST EXCLUSIVE SCHOOL, ARE A MUTANT! YOU POSSESS AN EXTRA POWER.. ONE WHICH ORDINARY HUMANS DO NOT!! THAT IS WHY I CALL MY STUDENTS... X-MEN, FOR EX-TRA POWER!

AND HERE THEY ARE NOW! ALLOW ME TO PRESENT THEM TO YOU! FROM LEFT TO RIGHT WE HAVE HANK McCOY, KNOWN TO US AS THE BEAST! BOBBY DRAKE, NICKNAMED ICEMAN! SLIM SUMMERS, OUR HUMAN CYCLOPS! AND WARREN WORTHINGTON THE THIRD, WHO IS CALLED THE ANGEL! BOYS, THIS IS MISS JEAN GREY! SHE WILL BE KNOWN AS MARVEL GIRL!

WELCOME TO TO THE X-MEN, MISS GREY!

HOW COME HE'S CALLING YOU MARVEL GIRL, MISS GREY? WHAT POWER DO YOU HAVE?

SHE HAS ONE VERY OBVIOUS POWER ... THE POWER TO MAKE A MAN'S HEART BEAT FASTER!

Y'KNOW SOMETHING, WARREN, IF I HAD YOUR LINE, I'D SHOOT MYSELF!

YOU'LL LEARN MORE ABOUT ME, BOYS, IN TIME!

WELL, NO TIME LIKE THE PRESENT! C'MON, SLIM, BRING THE LITTLE LADY A CHAIR!

HANK, I'D BRING HER THE WHOLE ROOM OF FURNITURE IF SHE ASKED ME!

THAT'S REALLY NOT NECESSARY, SLIM!

TH..THE CHAIR! IT SLID OUT OF MY HANDS!

YIIII!! HOLY SMOKE! WHAT'S GOIN' ON?!!

DON'T BE ALARMED, BOYS! I JUST THOUGHT I'D SAVE YOU THE TROUBLE!

ZZIP

NOW, THEN, PROFESSOR, I BELIEVE WE CAN CONTINUE OUR INTER-VIEW! AS YOU WERE SAYING...

I DON'T GET IT, SIR! WHAT HAPPENED TO THAT MOVING CHAIR??

PERHAPS YOU'D BETTER DEMONSTRATE A BIT MORE, JEAN!

VERY WELL, SIR! ALL MY LIFE I'VE HAD TO CONCEAL THIS POWER OF MINE ...

NOW, I MUST ADMIT IT'S A PLEASURE TO BE ABLE TO PRACTICE TELEKINESIS OPENLY, WITHOUT FEAR OF BEING DISCOVERED! OBSERVE THAT BOOK!

BY THE POWER OF THOUGHT, I AM ABLE TO MOVE OBJECTS AT WILL!

BUT IT GETS BORING AFTER A WHILE, SO I'LL RETURN THE BOOK ... LIKE THIS!

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THANK YOU, JEAN! AND NOW LET ME TELL YOU MORE ABOUT MY SCHOOL...

I WAS BORN OF PARENTS WHO HAD WORKED ON THE FIRST A-BOMB PROJECT! LIKE YOURSELVES, I AM A ***MUTANT***... POSSIBLY THE ***FIRST*** SUCH MUTANT! I HAVE THE POWER TO READ MINDS, AND TO PROJECT MY OWN THOUGHTS INTO THE BRAINS OF OTHERS!

BUT, WHEN I WAS YOUNG, NORMAL PEOPLE FEARED ME, DISTRUSTED ME! I REALIZED THE HUMAN RACE IS NOT YET READY TO ***ACCEPT*** THOSE WITH EXTRA POWERS! SO I DECIDED TO BUILD A HAVEN... A SCHOOL FOR ***X-MEN!***

HERE WE STAY, UNSUSPECTED BY NORMAL HUMANS, AS WE LEARN TO USE OUR POWERS FOR THE BENEFIT OF MANKIND... TO HELP THOSE WHO WOULD DISTRUST US IF THEY KNEW OF OUR EXISTENCE!

DUE TO A CHILDHOOD ACCIDENT, I MYSELF MUST REMAIN IN THIS CHAIR, BUT THROUGH A MASTER CONTROL PANEL I HAVE MANY DEVICES AT MY COMMAND... AND THROUGH MY ***MIND***, I AM ALWAYS IN TOUCH WITH MY ***X-MEN!***

AND NOW, I LEAVE YOU TO GET TO KNOW EACH OTHER BETTER!

LET ME BE THE FIRST TO WELCOME YOU TO THE ***X-MEN***, BEAUTIFUL! MMMMM!

HANK! TAKE YOUR PAWS OFF HER!

OH!

FOR THE LUVVA PETE!

OH, ***BOY!*** WHAT A ***GAL!*** I HOPE SHE KEEPS THAT BIG APE UP THERE ***FOREVER!***

DON'T WORRY, WARREN! I'M NOT EXACTLY ***HELPLESS***, AS YOU CAN SEE!

HEY, C'MON! HAVE A HEART! I WAS ONLY TRYING TO BE ***FRIENDLY!***

A FELLA COULD GET ***DIZZY*** UP HERE! LEMME DOWN, HUH? THIS IS ***EMBARRASSING!***

VERY WELL, I'LL LET YOU DOWN!

THERE! YOU'RE DOWN!

WHUMP!

OOOFF!!

I HOPE I WASN'T TOO ROUGH ON THE POOR DEAR!

NOT AT ALL, JEAN! WE DON'T USE KID GLOVES HERE! WE ***HAVE*** TO MAKE OUR TRAINING AS ROUGH AS POSSIBLE, TO PREPARE OURSELVES FOR OUR MISSION IN THE OUTSIDE WORLD!

THAT'S WHAT I'VE WANTED TO ASK! JUST WHAT EXACTLY ***IS*** OUR REAL MISSION, SIR?

JEAN, THERE ARE MANY MUTANTS WALKING THE EARTH... AND ***MORE*** ARE BORN EACH YEAR!

NOT ***ALL*** OF THEM WANT TO ***HELP*** MANKIND!... SOME ***HATE*** THE HUMAN RACE, AND WISH TO ***DESTROY*** IT! SOME FEEL THAT THE ***MUTANTS*** SHOULD BE THE REAL RULERS OF EARTH! IT IS OUR JOB TO PROTECT MANKIND FROM THOSE... FROM THE ***EVIL MUTANTS!***

AT THAT VERY MOMENT, JUST SUCH A MUTANT PREPARES TO ***STRIKE***... IN A SECRET LABORATORY NEAR CAPE CITADEL!

THE MOMENT IS AT HAND!

ALL MY MONTHS OF PREPARATION AND PLANNING SHALL NOW PAY OFF!

THE HUMAN RACE NO LONGER DESERVES DOMINION OVER THE PLANET EARTH! THE DAY OF THE ***MUTANTS*** IS UPON US!

THE FIRST PHASE OF MY PLAN SHALL BE TO SHOW MY ***POWER***...TO MAKE HOMO SAPIENS BOW TO HOMO ***SUPERIOR!***

THE MIGHTIEST ROCKET OF ALL IS ABOUT TO BE LAUNCHED! USING MAXIMUM SECURITY PRECAUTIONS, THE GOVERNMENT FEELS ***NOTHING*** CAN PREVENT ITS SUCCESSFUL FLIGHT!

BUT HERE, MILES FROM THE LAUNCHING SITE, I, THE MIRACULOUS ***MAGNETO,*** ALONE SHALL MAKE A MOCKERY OF THEIR GREATEST EFFORT!

AHHH! I CAN FEEL THE IRRESISTABLE WAVES OF PURE MAGNETIC ENERGY SURGING FROM ME! NOW, BY EXERTING EVERY IOTA OF POWER, I CAN *DIRECT* THAT ENERGY UPWARD ... UPWARD ...

...UNTIL IT STRIKES THE SPEEDING MISSILE, CAUSING IT TO CHANGE DIRECTION ...TO FALTER ...TO LOSE ALTITUDE!

...TO BE COMPLETELY, IRREVOCABLY *DESTROYED!!*

GENERAL, EVERY PHASE OF THE LAUNCHING WAS *A-OKAY!* THERE CAN ONLY BE *ONE* EXPLANATION... THE BIRD WAS *TAMPERED WITH!*

BUT *HOW?* EVEN A *MICROBE* COULDN'T HAVE PENETRATED OUR TOP SECRET SECURITY MEASURES!

NASA

THE NEXT DAY, THE SHOCKING NEWS IS TRANSMITTED TO A STARTLED PUBLIC...

INCREDIBLE! IT'S ALMOST AS THOUGH A DESTRUCTIVE *GHOST* IS RUNNING AMOK AT THE CAPE!

EXTRA! EXTRA! ANOTHER MISSILE FAILS! *EXTRA!*

DAILY GLOBE FINAL

SIXTH TOP SECRET LAUNCHING FAILS AT SEA!

PHANTOM SABOTEUR STRIKES AGAIN!

BUT THE WORST IS YET TO COME! LATER THAT AFTERNOON, AT THE HEAVILY GUARDED FENCE SURROUNDING THE LAUNCHING SITE...

KEEP THAT GUN *STEADY!* WHY IS IT *QUIVERING* THAT WAY?

W-WE'RE NOT DOIN' IT, SIR! IT..IT'S MOVIN' BY *ITSELF!!*

SUDDENLY, LIKE A LIVING THING, THE MACHINE GUN LEAPS INTO THE AIR, SPINS AROUND, AND BEGINS TO FIRE WILDLY IN ALL DIRECTIONS!

RUN FOR COVER!! THE GUN IS OUT OF CONTROL!!

BUT, THE MACHINE GUN IS NOT THE *ONLY* THING THAT SUDDENLY, MADDENINGLY SEEM TO GO AMOK!

RUN! THE TANK IS MOVING BY *ITSELF! GANGWAY!*

IT..IT'S *IMPOSSIBLE!* AND YET...IT'S ACTING LIKE IT HAS A MIND OF ITS OWN! LIKE IT'S *TRYING* TO MENACE US!

SWISH!

CLANK!

CLANK!

WITHIN SECONDS, THE ENTIRE INSTALLATION IS ALARMED, AS EMERGENCY MEASURES ARE SWIFTLY BROUGHT INTO PLAY! AND THEN...

SOUND THE ALARM! *CONDITION RED!* ALERT THE PENTAGON!

GENERAL! *LOOK!* ABOVE US...IN THE SKY!

APPEARING AS THOUGH BY MAGIC, OVER THE HEADS OF THE ASTONISHED TROOPS, HUGE LETTERS TAKE SHAPE...COMPOSED OF THE DUST PARTICLES FROM THE AIR ITSELF, SKILLFULLY MAGNETIZED INTO A MESSAGE BY THE UNSEEN MUTANT!

SURRENDER THE BASE OR I'LL TAKE IT BY FORCE!

MAGNETO

MAGNETO? WHO... *WHAT* IS MAGNETO??

GENERAL, WHAT DOES IT *MEAN?* IS SOMEONE PLAYING A GRIM *PRANK?*

YOU SAW THAT MACHINE GUN... THAT TANK... RAMPAGING OUT OF CONTROL! THIS IS *NO JOKE,* COLONEL!

US

US

NASA

THEY ARE STARTLED! *GOOD!* THE ELEMENT OF SURPRISE IS IN MY FAVOR!

BUT THEY'RE MAKING NO MOVE TO SURRENDER! PERHAPS THEY NEED *ANOTHER* DEMONSTRATION OF MY POWER!

I'LL DIRECT MY MAGNETIC IMPULSES INTO THIS ENERGIZER, TO INCREASE THEIR POWER, AND THEN I'LL LEAVE THE HELPLESS HOMO SAPIENS WITH NO ROOM FOR DOUBT!

AN INSTANT LATER, INVISIBLE WAVES OF PURE, POWERFUL MAGNETIC ENERGY FLOW IRRESISTIBLY INTO AN UNDER-GROUND SILO WHERE ONE OF DEMOCRACY'S SILENT SENTINELS WAIT, AT THE READY!

AND THEN, MANIPULATED BY A SINISTER INTELLIGENCE, MANY HUNDREDS OF YARDS AWAY, THE MAGNETIC FORCE LIFTS THE SILO HEAD, ACTIVATING THE MIGHTY MISSILE !!

DEMONSTRATING A POWER WHICH THE HUMAN BRAIN IS ALMOST UNABLE TO COMPREHEND, ***MAGNETO*** CAUSES THE GRIM ROCKET TO FALL INTO THE SEA MANY MILES FROM SHORE, NEXT TO AN UNMANNED TARGET SHIP!

BUT ***STILL***, THE THOUGHT OF SURRENDER NEVER CROSSES THE MINDS OF THE FIGHTING-MAD BASE PERSONNEL!

SERGEANT! ORDER THE GUARD ***DOUBLED*** AT EVERY MISSILE CONTROL CENTER! ANY ROCKET DEEMED A MENACE IS TO BE DESTROYED ***INSTANTLY!***

SOME POWER BEYOND OUR UNDERSTANDING IS AFFECTING OUR WEAPONS! WE MUST ***FIND*** THIS ***MAGNETO!***

GENERAL, ***LOOK!*** THAT COMMOTION AT THE MAIN GATE! IT SEEMS THAT ***HE*** HAS FOUND ***US*** FIRST!

HOLD IT, MAC! IF YOU'RE LOOKIN' FOR A ***MASQUERADE PARTY,*** YOU'VE COME TO THE WRONG PLACE! ***BEAT IT!***

WELL SAID, GUARD! WHAT A PITY YOU HAVE NO ***POWER*** TO BACK UP SUCH IMPRESSIVE WORDS! YOUR PUNY WEAPONS CANNOT STOP ***ME!***

MP

THEY ***CAN'T,*** EH? ONE LITTLE BURST OVER YOUR HEAD WILL SURELY CHANGE YOUR MIND!

I CAN'T EVEN ***LIFT*** MY GUN! FEELS LIKE IT WEIGHS A ***TON!***

HEY! WHA— WHAT GIVES? THE GUN WON'T ***FIRE!*** THE TRIGGER SEEMS LOCKED IN PLACE!

MP

MP

MP

NOW I'LL MERELY ALTER MY MAGNETIC WAVES FROM POSITIVE TO **NEGATIVE**, SO THAT THEY WILL **REPEL** ANYTHING THAT COMES WITHIN RANGE! **NOTHING** CAN TOUCH ME AS I WALK TO MY OBJECTIVE!

WE CAN'T **STOP** HIM! CALL FOR RE-INFORCEMENTS!

I'M 'WAY **AHEAD** OF YA, PAL!

MP

MP

MP

BUT, THE ADDITIONAL REINFORCEMENTS ARE EQUALLY POWERLESS TO STOP THE ONE-MAN INVASION OF THE STRATEGIC BASE!

IT..IT'S LIKE HE'S GOT AN INVISIBLE **BARRIER** 'ROUND HIM, HURLING US AWAY!

THERE! BY SIMPLY NARROWING MY MAGNETIC WAVES ALL AROUND THE LESSER HUMANS, I CAN KEEP THEM CONFINED TO THAT AREA UNTIL I REACH THEIR OFFICER-IN-COMMAND!

AND FINALLY...

HOLD IT, MEN!

ALL RIGHT, WHO-EVER YOU ARE...IF YOU'VE SOMETHING TO SAY, YOU'VE GOT SIXTY SECONDS TO SAY IT!

WRONG, GENERAL! I HAVE ALL THE TIME IN THE WORLD! AND NOW, I, THE MIRACULOUS **MAGNETO,** CLAIM THIS ENTIRE INSTAL-LATION...IN THE NAME OF **HOMO SUPERIOR!!**

THAT **DOES** IT! **TAKE HIM,** MEN! WE'LL SHOW HIM THAT...

WHA...WHAT'S **THAT??** WE CAN'T MOVE OUT OF THIS SMALL AREA! IT'S LIKE BEING ENCIRCLED BY AN INVISIBLE, LIVING **FENCE!**

THAT "LIVING FENCE" AS YOU CALL IT, IS THE SYMBOL OF MY GREAT POWER! IT IS A MIGHTY SHIELD OF **MAGNETIC ENERGY!**

AND SO I HAVE NOW ACCOMPLISHED MY FIRST OBJECTIVE! GENTLEMEN, CAPE CITADEL IS **MINE!**

MEANWHILE, IN A DORMITORY ROOM AT THE WORLD'S MOST EXCLUSIVE PRIVATE SCHOOL, JEAN GREY IS ABSORBED WITH HER REFLECTION IN THE FULL-LENGTH MIRROR ... THE REFLECTION WHICH REVEALS THE NEW *MARVEL GIRL!*

MMM, WHOEVER DESIGNED THIS UNIFORM COULD HAVE GIVEN CHRISTIAN DIOR A RUN FOR HIS MONEY!

WHERE DID THE NEW DOLL GO? OH ... *THERE* SHE IS!

WOWEE! LOOKS LIKE SHE WAS *POURED* INTO THAT UNIFORM!

YOU AGAIN! *HONESTLY!* CAN'T A GIRL HAVE ANY *PRIVACY* AROUND HERE?

EASY, GORGEOUS! WE WERE JUST PASSIN' BY! DON'T GO GETTIN' *MAD!*

SUDDENLY, THE YOUNGSTERS' BANTERING IS FORGOTTEN AS A SHARP COMMANDING *THOUGHT* REGISTERS IN THE BRAIN OF EACH OF THEM!

ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER! REPORT TO MY STUDY IMMEDIATELY... YOU HAVE FIFTEEN SECONDS! NO EXCUSES WILL BE TOLERATED!

WOW! DID ALL OF YOU RECEIVE THAT MENTAL BLAST?

AND *HOW!* IT SOUNDED LIKE A TRUMPET'S BLARE! *LET'S GO!*

EXACTLY FIFTEEN SECONDS LATER...

I COMMEND YOU FOR YOUR PUNCTUALITY!

YOU'RE SPEAKING *ALOUD!* THAT MEANS IT'S IMPORTANT!

I HAVE JUST HEARD A BULLETIN ON THE RADIO WHICH CONCERNS YOU!

I NEVER SAW THE PROFESSOR LIKE THIS BEFORE ...SO GRIM, SO INTENSE!

A CRISIS HAS OCCURRED AT CAPE CITADEL WHICH LEADS ME TO BELIEVE THE FIRST OF THE EVIL MUTANTS HAS MADE HIS APPEARANCE! THIS WILL BE YOUR BAPTISM OF FIRE! YOU ARE TO GO TO THE CAPE ... AND *DEFEAT HIM!*

YAYBO!! ACTION AT LAST! *GANGWAY!*

CAPE CITADEL! WHATEVER THE MENACE IS, IT MUST INVOLVE OUR *MISSILES!*

WONDER WHO THE MUTANT BADDIE IS?

HAH! I CAN GET READY FASTER THAN THE REST OF YOU! ALL I HAVETA DO IS ICE UP AND PUT ON MY BOOTS!

16

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AS FOR **ME,** IT'LL BE A PLEASURE TO GET OUT OF THIS HARNESS I HAVE TO WEAR!

HAVING A PAIR OF WINGS CAN BE MORE TROUBLE THAN YOU'D GUESS!

THESE RESTRAINING BELTS OF MINE KEEP MY WINGS FROM BULGING UNDER MY SUIT, BUT AFTER A WHILE THEY FEEL LIKE I'M WEARING A **STRAIT-JACKET!**

AHHH! ***THAT'S*** MORE LIKE IT! NOW I FEEL LIKE MYSELF AGAIN! NOW THE ***ANGEL*** IS READY TO SPREAD HIS WINGS ...AND ***FLY!***

BUT THE TIME HAS NOT YET COME FOR THE ANGEL TO FLY! INSTEAD, THE BAND OF SUPER-HUMAN TEENAGERS ARE ***DRIVEN*** TO THE AIRPORT IN PROFESSOR XAVIER'S SPECIALLY-BUILT ROLLS ROYCE, WITH ITS DARK-TINTED WINDOWS!

BOY! IT MUSTA TAKEN A HEAP OF GREEN STAMPS TO BY A CHARIOT LIKE THIS!

NO JOKING, PLEASE! CONCENTRATE ON YOUR MISSION! REVIEW YOUR POWERS! YOUR FOE IS CERTAIN TO BE HIGHLY DANGEROUS!

MINUTES LATER, IN THE PROFESSOR'S REMOTE-CONTROL PRIVATE JET, THE ***X-MEN*** AND ***MARVEL GIRL*** ARE WINGING TOWARDS ***CAPE CITADEL*** AT NEARLY THE SPEED OF SOUND!

YOU MEAN THE PROFESSOR IS GUIDING THIS PLANE FROM THE GROUND... BY ***THOUGHT IMPULSES?!*** IT'S ***UN-BELIEVABLE!***

LOOK, DOLL... WHEN YOU JOIN THE ***X-MEN,*** YOU REALIZE ***NOTHING'S*** UN-BELIEVABLE!

A SHORT TIME LATER, AT THE CAPE...

CEASE FIRING! IT'S USELESS! WE HAVEN'T ANYTHING IN OUR ARSENAL THAT'LL PENETRATE ***MAGNETO'S*** MAGNETIC FORCE FIELD!

TO ALL INTENTS AND PURPOSES, HE'S IN FULL CONTROL OF THE INSTALLATION, WHILE WE'RE ON THE OUTSIDE, LOOKING IN!

WITH DUE RESPECT, GENERAL, I REPRESENT THE ***X-MEN!*** PERHAPS ***WE*** CAN HELP!

X-MEN?! WHAT THE..?!

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LOOK, WE'RE HAVING ENOUGH TROUBLE WITH ***ONE*** GUY IN A CORNBALL COSTUME! NOW, WHO OR ***WHAT*** ARE THE ***X-MEN?***

NO TIME TO EXPLAIN, SIR! I RESPECTFULLY REQUEST YOU TO HOLD YOUR FIRE FOR FIFTEEN MINUTES WHILE MY PARTNERS AND I GO INTO ACTION!

ALL RIGHT! WE'VE NOTHING TO LOSE! BUT I FEEL LIKE A DANGED FOOL!

YOU WON'T REGRET IT, SIR! ***X-MEN... ATTACK!!***

HEY! WHAT'S GOIN' ***ON??*** IT...IT'S ***FREEZIN'*** ALL OF A SUDDEN!

SORRY, MEN! I'LL BE OUT OF HERE IN A SECOND, AND THEN YOU CAN WARM UP AGAIN! I'M SAVIN' MY ***REAL*** BIG FREEZE FOR WHO-EVER'S HIDING BEHIND THAT FORCE FIELD!

AT LAST WE'LL HAVE A CHANCE TO ***USE*** ALL THE TRAINING THE PROFESSOR GAVE US!

ULP! A WALKIN' SNOWMAN! A GUY WITH ***WINGS*** FLYIN' ABOVE US! WHA... WHAT'S ***NEXT?!***

YOU'LL SEE IN A SEC, SOLDIER, WHEN I PLAY LEAP FROG OVER YOU!

SORRY, BOYS! I'M IN A HURRY, AND THIS IS THE EASIEST WAY TO CLEAR A PATH FOR MYSELF!

FINALLY THE FIRST OF THE ***X-MEN*** REACHES THE FORCE FIELD, AND...

USE YOUR ENERGY BEAM AT GREATER POWER! THAT MAGNETIC FIELD IS STRONGER THAN IT SEEMS, CYCLOPS!

GOSH, THE PROFESSOR IS STILL IN TOUCH WITH US, MENTALLY, DESPITE THE DISTANCE BETWEEN US!

YES, SIR, PROFESSOR! I'LL INCREASE THE BEAM'S INTENSITY RIGHT NOW!

I'M GETTING THROUGH! THAT'S WHAT WAS NEEDED... A NATURAL COUNTERFORCE TO BATTER THE UNNATURAL MAGNETIC FIELD!

AND NOW, I'LL SWITCH TO *MAXIMUM POWER!* I CAN ONLY MAINTAIN THIS PRESSURE FOR A FEW SECONDS, BUT... *AHH!* I *DID* IT!

BEHIND THE FORCE FIELD, THE NATURAL ENERGY FEED-BACK WEAKENS THE STARTLED *MAGNETO!*

SOME POWER IS ATTACKING ME! SOME POWER AS SUPER-HUMAN AS MY *OWN!*

I WAS STAGGERED BECAUSE I WAS UN-PREPARED FOR ANY SUCH ONSLAUGHT! BUT NOW THAT I'M FOREWARNED, I CAN DEFEAT *ANY* FOE...NO MATTER *HOW* SUPER-HUMAN HE MAY BE!

BUT MAGNETO IS SOON TO LEARN THAT HE HAS MORE THAN ONE FOE TO CONTEND WITH! HE HAS THE FIGHTING BAND OF *X-MEN!*

CYCLOPS ALMOST KNOCKED HIM-SELF OUT, BUT HE GOT US *IN* HERE! NOW LET'S PROVE WE CAN CARRY THE BALL!

LOOK SHARP, *X-MEN!* YOU ARE FACING A DANGER-OUS ENEMY!

AHHH! NOW I SEE MY ANTAGONISTS! FIVE COSTUMED YOUTHS! SURELY ALL THEIR POWERS PUT TOGETHER CAN BE NO MATCH FOR *MINE!*

BUT I WILL LET THE BASE'S *HUNTER MISSILES* DO MY FIGHTING FOR ME! THEY WILL HUNT THE FIVE DOWN, ATTRACTED BY THEIR BODY HEAT!

INTERCEPTOR MISSILES

FIRE

1 2

AND SO, AT THE PRESS OF A BUTTON, *MAGNETO* UNLEASHES FIVE OF THE MOST SOPHISTICATED WEAPONS EVER CREATED... ALL ZEROED IN ON THE *X-MEN!*

THE FIRST TARGET FOR THE MERCILESS MISSILES IS THE *ANGEL*, FLYING CLOSEST TO THEM!

GOT TO *DODGE* THEM, SOMEHOW!

IT'S NO USE! THEY'RE TOO *FAST!* GAINING ON ME...!

HANG ON, ANGEL! I CAN HELP YOU...WHILE THEY'RE STILL WITHIN RANGE!

THESE *ICE GRENADES* MUSTN'T MISS! THEY'RE THE ANGEL'S ONLY CHANCE!

JUST AS THE HUNTER MISSILES ARE ATTRACTED BY HEAT, SO ARE THE ICEMAN'S ICE GRENADES ATTRACTED BY THE MISSILES' SPEED, AND SO...

BULL'S EYE!

IT *WORKED!* THE ICE COVERED THEIR NOSES, PREVENTING 'EM FROM EXPLODING! NOW, WITH THEIR GUIDANCE SYSTEMS KNOCKED OUT, THEY'VE GOT TO DROP TO THE GROUND!

BUT THERE IS STILL *ONE* MISSILE WHICH WAS NOT HIT...TOO FAR AWAY NOW FOR THE ICEMAN TO ATTACK!

CAN'T KEEP DODGING IT MUCH LONGER!

ANGEL! LOWER... FLY LOWER! COME TOWARDS ME! HURRY!

OKAY, BEAST! BUT WHAT...??

JUST WAIT AND SEE, PAL!

HAH! GOT IT!

GOOD WORK, BEAST! NOW RELEASE IT! I'LL TAKE OVER NOW!

AND THEN, USING HER AMAZING TELEKINETIC POWER, MARVEL GIRL MENTALLY HURLS THE MISSILE INTO THE SEA, WHERE IT HARMLESSLY DETONATES UPON IMPACT!

DESPITE THEIR SEEMING YOUTH AND INEXPERIENCE, THEY ARE MIGHTY ANTAGONISTS! I MUST NEVER AGAIN MAKE THE MISTAKE OF UNDER-ESTIMATING THEM! BUT I SHALL STILL PROVE TO BE THEIR MASTER!

THERE HE IS! I'VE FOUND HIM!! X-MEN, ATTACK!!

WRONG, YOU FLYING FOOL! IT IS I, MAGNETO, WHO HAVE FOUND YOU!

SEE HOW EASILY I CAN STOP YOUR FLIGHT BY MAGNETICALLY HURLING EVERY NEARBY OBJECT WHICH IS NOT BOLTED DOWN!

DON'T CONGRATULATE YOURSELF TOO SOON, MAGNETO! SEE HOW EASILY I CAN REMOVE YOUR MAGNETIZED JUNK WITH MY ENERGY BEAM!

MUCH OBLIGED, CYCLOPS! MAGNETO CAN'T HAVE GONE FAR ... LET'S *FIND* HIM NOW!

THEY ARE ALL TOGETHER NOW! *GOOD!* I'LL FINISH THEM OFF WITH ONE FELL SWOOP!

NOT ALL THOSE WITH MUTANT POWERS ARE FIT TO RULE THE EARTH! *YOU* MUST BE DESTROYED!

HEADS UP, X-MEN! HERE COMES TROUBLE!

ROCKET FUEL

CAN'T GET OUT OF THE WAY IN TIME! ONLY ONE THING TO DO! STAY CLOSE TOGETHER ... I'LL COVER US WITH AN ICE IGLOO SHIELD!

HE *IGNITED* THE ROCKET FUEL! IT'S GONNA *BLOW UP!!*

WHAM!

NOW, WITH *THEM* OUT OF THE WAY, *NOTHING* REMAINS TO INTERFERE WITH THE MASTER PLAN OF THE MIRACULOUS *MAGNETO!*

THE HEAT IS SO INTENSE THAT EVEN *I* CANNOT GET CLOSE TO IT.! I MUST WALK CAREFULLY AROUND IT.!

THAT *BEAM*... FROM BENEATH THE GROUND!! WHAT...WHAT DOES IT *MEAN?*

IT MEANS YOUR *FINISH*, MAGNETO.!

CYCLOPS CREATED A TUNNEL FOR US UNDER THE BLAST WITH HIS ENERGY BEAM... SAVING US FROM THE IMPACT.! AND *NOW*..

YOU HAVEN'T DEFEATED ME *YET.!* I CAN STILL ESCAPE YOU, FLYING BY MEANS OF MAGNETIC REPULSION.!

UGH! HE CREATED ANOTHER MAGNETIC FORCE FIELD! CAN'T FLY THROUGH!

DON'T WORRY, ANGEL! WE'LL BREACH IT IN NO TIME!

AND BREACH IT THEY DO.! BUT BY THAT TIME ...

HE'S *GONE!* BUT WHERE...?

A MUTANT WITH *HIS* POWERS? HE COULD BE *ANY-WHERE.!* BUT AT LEAST WE'VE BEATEN HIM FOR *NOW.!*

YOUR BASE IS OPERATIONAL AGAIN, GENERAL! MAGNETO IS GONE.!

UNCANNY! YOUR FIFTEEN MINUTES ARE NOT YET UP.!

YOU CALL YOURSELVES THE *X-MEN!* I WILL NOT ASK YOU TO REVEAL YOUR TRUE IDENTITIES, BUT I PROMISE YOU THAT BEFORE THIS DAY IS OVER, THE NAME *X-MEN* WILL BE THE MOST HONORED IN MY COMMAND!

THANK YOU, SIR! AND SHOULD AMERICA'S SECURITY EVER AGAIN BE THREAT-ENED, THE *X-MEN* WILL BE BACK!

WELL DONE, STUDENTS! YOU HAVE JUSTIFIED ALL OUR LONG HOURS OF TRAINING ... ALL OUR SACRIFICES ... ALL OUR DREAMS! AND NOW, RETURN TO ME, MY *X-MEN!*

23.

YOU HAVE JUST FINISHED THE NEWEST, MOST UNUSUAL TALE IN THE ANNALS OF MODERN MAGAZINES.! BUT THE BEST IS YET TO COME! FOR FANTASY AT ITS GREATEST, DON'T MISS ISSUE #2 OF *X-MEN*, THE STRANGEST SUPER-HEROES OF ALL!

MINUTEMEN

Blunt

Brian Azzarello